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11 Attorneys for Debtors

13 UNITED STATES BANKRUPTCY COURT

14 DISTRICT OF OREGON

15 In re

Case No. 19-62584-pcm11

16 NORPAC Foods, Inc.,

17 Debtor.

18 In re

Case No. 19-33102-pcm11

19 Hermiston Foods, LLC,

20 Debtor.

21 In re

Case No. 19-33103-pcm11

22 Quincy Foods, LLC,

23 Debtor.

**DEBTORS' MOTION FOR ORDER  
DIRECTING JOINT ADMINISTRATION  
PURSUANT TO FRBP 1015(b)**

*EXPEDITED HEARING REQUESTED*

1 Debtors and Debtors-in-Possession NORPAC Foods, Inc. (“NORPAC”),  
2 Hermiston Foods, LLC (“Hermiston Foods”), and Quincy Foods, LLC (“Quincy Foods”)  
3 (together, “Debtors”) by and through their undersigned counsel, hereby submit this motion  
4 pursuant to Rule 1015 of the Federal Rules of Bankruptcy Procedure for entry of an order  
5 directing joint administration and procedural consolidation of the above Chapter 11 Cases. In  
6 support of the Motion, Debtors incorporate the statements contained in the Declaration of  
7 Winston Mar in Support of First Day Motions filed contemporaneously herewith, and further  
8 state as follows:

### 9 JURISDICTION AND VENUE

10 1. This Court has jurisdiction over the matter pursuant to 28 U.S.C. §§ 157  
11 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue is  
12 proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicate for the  
13 relief requested herein is Rule 1015 of the Federal Rules of Bankruptcy Procedure (the  
14 “Bankruptcy Rules”).

### 15 BACKGROUND

16 2. On August 22, 2019, Debtors commenced voluntary petitions for relief  
17 under Chapter 11 of the Bankruptcy Code.

18 3. NORPAC, a farmer-owned cooperative, along with its wholly-owned  
19 subsidiaries Hermiston Foods and Quincy Foods, is the largest independent, standalone  
20 processor of high-quality organic and conventional frozen vegetables and fruits in the Pacific  
21 Northwest. NORPAC owns raw processing plants in Brooks, Oregon, and Stayton, Oregon, a  
22 packaging plant and corporate headquarters building in Salem, Oregon, a harvesting operation in  
23 Hermiston, Oregon, and a raw processing, roasting, and packing plant in Quincy, Washington.  
24 Debtors have over 1,125 full-time employees along with up to 1,100 seasonal employees.

25 4. Debtors have a diverse supplier base built on an extensive network of over  
26 220 contract growers made up of family-owned farms (145 farms in Oregon and 75 farms in

1 Washington) spanning more than 40,000 acres. Debtors have long-term, established  
2 relationships with a global blue-chip customer base of over 1,250 customers, spanning the retail,  
3 foodservice, club, export, and industrial channels.

4 5. Additional information and background regarding Debtors' history, assets,  
5 structure, operations, and business are contained in the Declaration of Winston Mar in Support of  
6 First Day Motions filed contemporaneously herewith.

7 **RELIEF REQUESTED AND BASIS THEREFOR**

8 6. By this application, Debtors seek entry of an order directing joint  
9 administration and procedural consolidation, pursuant to Rule 1015(b) of the Bankruptcy Rules,  
10 of the above-captioned Chapter 11 cases. Rule 1015(b) provides, in relevant part:

11 If \* \* \* two or more petitions are pending in the same court by  
12 \* \* \* a debtor or an affiliate, the court may order a joint  
13 administration of the estates.

14 7. Debtors believe that joint administration of these Chapter 11 cases is  
15 warranted because:

- 16 a. The financial affairs and businesses of Debtors are closely related;  
17 b. Administrative and operational services are shared by and among  
18 Debtors;  
19 c. Debtors share common management;  
20 d. Debtors intend to file a joint plan of reorganization and sale of  
21 assets; and  
22 e. Entry of an order directing joint administration of these cases will  
23 obviate the need for duplicative notices, applications, and orders, and will thereby save  
24 considerable time and expenses for Debtors and result in substantial savings to the respective  
25 estates.  
26

1           8.       Joint administration will also permit the clerk to use a single general  
2 docket for all Debtors' cases and to combine notices to creditors and other parties-in-interest  
3 herein. Joint administration will ensure, in each of Debtors' respective Chapter 11 cases, that  
4 each party in interest will be apprised of any matter before the Court in each Chapter 11 case.

5           9.       By reason of the foregoing, Debtors submit that the interests of its  
6 creditors, their estates, and other parties-in-interest will be best served by joint administration of  
7 these cases. Accordingly, Debtors request that the Chapter 11 Cases be administered under a  
8 consolidated caption, as follows:

9                               UNITED STATES BANKRUPTCY COURT

10                              DISTRICT OF OREGON

11       In re

12       NORPAC Foods, Inc. (TIN 9330),  
13       Hermiston Foods, LLC (TIN 3927, and  
14       Quincy Foods, LLC (TIN 7444),

15                              Debtors.

Case No. 19-62584-pcm11

**LEAD CASE**

(Jointly Administered with Case  
Nos. 19-19-33102-pcm11 and  
19-19-33102-pcm11

16           Debtors submit that use of this caption will eliminate cumbersome and confusing  
17 procedures and ensure a uniformity of identification.

18           10.       Furthermore, the rights of each Debtor's respective creditors will not be  
19 adversely affected by joint administration of these cases because the relief sought herein is  
20 purely procedural at this time, and is not intended to affect substantive rights. The rights of all  
21 creditors will be enhanced by reduction in costs resulting from joint administration. This Court  
22 will also be relieved of the burden of entering duplicative orders and maintaining duplicative  
23 files. Supervision of the administrative aspects of these Chapter 11 cases by the United States  
24 Trustee will also be simplified.

1                   11. Debtors also request that an entry be made on the docket of the Hermiston  
2 Foods, LLC and Quincy Foods, LLC Chapter 11 Cases that is substantially similar to the  
3 following:

4                   An order has been entered in accordance with Rule 1015(b) of the  
5 Federal Rules of Bankruptcy Procedure directing joint  
6 administration and procedural consolidation of the Chapter 11  
7 cases of NORPAC Foods, Inc., Hermiston Foods, LLC, and  
8 Quincy Foods, LLC [ECF No. \_\_\_\_]. All further pleadings and  
9 other papers shall be filed in, and all further docket entries shall be  
10 made in, NORPAC Foods, Inc., Case No. 19-\_\_\_\_-\_\_\_\_.

11                   12. In summary, Debtors request that their Chapter 11 cases be jointly  
12 administered for procedural purposes to the extent of the following:

13                   a. One docket shall be maintained for Debtors' cases, under the case  
14 number assigned to NORPAC Foods, Inc.. All pleadings, orders, and other papers filed shall be  
15 captioned with the style reflected above, and shall reflect that the cases are being jointly  
16 administered under the case number assigned to NORPAC Foods, Inc.

17                   b. Counsel for Debtors shall prepare and maintain one "Consolidated  
18 Short Service List" which reflects all parties-in-interest of all Debtors, and shall prepare and  
19 maintain a separate "Master Service List" for each Debtor that further meets the requirements of  
20 any order the Court may enter in these cases regarding limitation of notice (the "Master Service  
21 List" is also known as the "Creditor Mailing List" or "Matrix" which is of record for each of  
22 Debtors' cases individually);

23                   c. Each Debtor shall file separate Schedules of Assets and Liabilities,  
24 Statements of Financial Affairs, and Lists of Equity Security Holders;

25                   d. Debtors will file separate Monthly Operating Reports pursuant to  
26 Rule 2015 in the form(s) requested by the Unites States Trustee; and

                    e. Proofs of claims or interests filed by creditors of any Debtor shall  
reflect the style and case number of the Debtor to which the claim or interest relates and shall be

1 filed in the case to which such claim or interest relates. Separate claims registers shall be  
2 maintained for each Debtor.

3 13. A copy of the proposed Order Directing Joint Administration Pursuant to  
4 FRBP 1015(b) is attached hereto as **Exhibit 1**.

5 WHEREFORE, NORPAC Foods, Inc., Hermiston Foods, LLC, and Quincy  
6 Foods, LLC, respectfully request that this Court enter an order, substantially in the form attached  
7 hereto as **Exhibit 1**, authorizing the joint administration and directing procedural consolidation  
8 of the above-captioned Chapter 11 cases substantially in the form proposed, and granting such  
9 other and further relief as may be just and proper.

10 DATED this 22nd day of August, 2019.

11 TONKON TORP LLP  
12

13 By /s/ Albert N. Kennedy

14 Albert N. Kennedy, OSB No. 821429

15 Timothy J. Conway, OSB No. 851752

16 Michael W. Fletcher, OSB No. 010448

17 Ava L. Schoen, OSB No. 044072

18 Attorneys for Debtors  
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# **EXHIBIT 1**

## **PROPOSED FORM OF ORDER**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF OREGON

In re NORPAC Foods, Inc.,  Debtor.	Case No. 19-62584-pcm11
In re Hermiston Foods, LLC,  Debtor.	Case No. 19-33102-pcm11
In re Quincy Foods, LLC,  Debtor.	Case No. 19-33103-pcm11  <b>ORDER DIRECTING JOINT ADMINISTRATION PURSUANT TO FRBP 1015(b)</b>

THIS MATTER having come before the Court upon Debtors' Motion for Order Directing Joint Administration Pursuant to FRBP 1015(b) (the "Motion") [ECF No. \_\_\_\_], a hearing having been held before the Court, and the Court being duly advised in the premises and finding good cause; now, therefore,



IT IS HEREBY ORDERED that:

1. The Motion is GRANTED.
2. The Chapter 11 cases of NORPAC, Inc., Hermiston Foods, LLC, and Quincy Foods, LLC be and hereby are procedurally consolidated and shall be jointly administered by the Court:
3. All pleadings, orders, and other papers shall be captioned with the following style and shall reflect that the cases are jointly administered:

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF OREGON

In re  NORPAC Foods, Inc. [TIN 9330], Hermiston Foods, LLC [TIN 3927], and Quincy Foods, LLC [7444],  Debtors.	Case No. 19-62584-pcm11 <b>LEAD CASE</b>  (Jointly Administered with Case Nos. 19-19-33102-pcm11 and 19-19-33102-pcm11
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4. A docket entry shall be made in each of the above-captioned cases substantially as follows:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing joint administration and procedural consolidation of the Chapter 11 cases of NORPAC Foods, Hermiston Foods, LLC, and Quincy Foods, LLC [ECF No. \_\_\_\_]. All further pleadings and other papers shall be filed in, and all further docket entries shall be made in, NORPAC Foods, Inc., Case No. 19-\_\_\_\_\_.

5. One docket shall be maintained for Debtors' cases, under the case number assigned to NORPAC Foods, Inc. All pleadings, orders, and other papers filed shall be captioned with the style reflected above, and shall reflect that the cases are being jointly administered under the case number assigned to NORPAC Foods, Inc.

6. The United States Trustee shall conduct joint informal meetings with Debtors, if required, and a joint first meeting of creditors;

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7. The clerk will continue to maintain separate mailing lists for creditors for each case as though this order had not been entered. This order does not modify any notice obligation imposed by law;

8. Each Debtor shall file separate Schedules of Assets and Liabilities, Statements of Financial Affairs, and Lists of Equity Security Holders;

9. Each Debtor shall file separate Monthly Operating Reports pursuant to Rule 2015 in the form(s) requested by the United States Trustee, unless otherwise instructed by the United States Trustee; and

10. Proofs of claims or interests filed by creditors of any Debtor shall reflect the style and case number of the Debtor to which the claim or interest relates and shall be filed in the case to which such claim or interest relates. Separate claims registers shall be maintained for each Debtor.

11. Nothing in this Order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the above-captioned cases.

# # #

I certify that I have complied with the requirements of LBR 9021-1(a).

Presented by:

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By \_\_\_\_\_  
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cc: List of Interested Parties

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